

Aurora Lake Association, Inc.

By-Laws

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ARTICLE I - Identification

Section 1. The name of the corporation is Aurora Lake Association, Inc. (hereinafter referred to as the "Corporation").

Section 2. The principal office address of the Corporation is Aurora Lake Association, Inc., 863 Collica Cove, Aurora, Ohio 44202.

Section 3. The seal of the Corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words "Aurora Lake Association, Inc." and about the lower periphery thereof the word "Ohio". In the center of the seal shall appear the word "Seal".

next year stickers

Section 4. The fiscal year of the Corporation shall begin at the beginning of the first day of January in each year and end at the close of the last day of December next succeeding.

See 4 - Incorporation Date

ARTICLE II - Purposes

Section 1. This Corporation is formed pursuant to the Journal Entry dated April 22, 1998 as directed by the Honorable James S. Gwin, Judge of the United State District Court for the Northern District of Ohio Eastern Division. The purpose of the Corporation is for all matters necessary to manage, supervise, preserve, improve and maintain Aurora Lake for the benefit and enjoyment of the members, then in good standing, of Hawthorn of Aurora Home Owners Association, Inc. (HOA) and Aurora Shores Homeowners Association, Inc. (ASHA).

good

Section 2. Further, the Board of Trustees shall adopt uniform rules and regulations governing the use of Aurora Lake. The rules and regulations shall be as stipulated, but not limited by the Governing Document, Exhibit A of the Journal Entry dated April 22, 1998.

ARTICLE III - Board of Trustees

Section 1. The Corporation shall have a Board of Trustees consisting of five (5) individuals. HOA shall appoint three (3) Trustees and ASHA shall appoint two (2) Trustees ("Appointed Trustees").

Section 2. The Trustees shall designate among themselves the officers of the Corporation.

Section 3. A Trustee must be a homeowner and resident of either HOA or ASHA.

Section 4. The term of any Trustee shall be __ years.

Initial Term has to be 2 yrs.

Section 4. Each Trustee shall have only one vote.

Section 5. If a Trustee quits, resigns or is otherwise unable to participate in any particular meeting, the appointed Board to the homeowner's association who originally appointed said Trustee shall have the right to immediately appoint an interim Trustee who shall have all the rights, powers and responsibilities of the originally appointed Trustee. The majority in favor of HOA shall be maintained as called for in the Judgment Entry in that HOA shall have the right to appoint three (3) Trustees until such time as Hawthorne of Aurora Limited Partnership has sold, conveyed or assigned 855 of the 1139 housing units (including condominiums and clusters) platted in the Hawthorne of Aurora subdivision.

ARTICLE IV - Meetings

Section 1. The Board of Trustees for the Corporation shall meet a minimum at the discretion of the Board as needed. The place of said meetings shall be open to the Members of HOA and ASHA unless issues of litigation, potential or threatened, personnel, and land acquisition or contract negotiations are being discussed.

Section 2. All meetings of the Board of Trustees shall be held at such place as may be specified in the respective notices or waivers of notice thereof, or proxies to HOA and ASHA.

Section 3. All meetings shall be conducted pursuant to Robert's Rules of Order.

Section 4. No meeting of the Board shall convene unless three (3) Trustees or more are present.

Section 5. The resolution of any issue properly brought before the Board shall be resolved by a minimum of three (3) like votes of the Trustees present. This provision shall be enforced regardless of the number of Trustees present at any meeting.

Section 6. The Board of Trustees shall notify the HOA and the ASHA of the meeting dates, time and place of Board meetings not designated as a Special Meeting or an Executive Committee Meeting.

Section 7. Special meetings of the Board of Trustees shall be held on the call of the Chairman, or a majority of the Trustees at the principal office of the Corporation or at such other place as may be set forth in notice of the meeting. A written notice stating the place, date, hour and purpose or purposes for which a special meeting is called shall be delivered or mailed (via U.S. Postal or Electronic) to each Trustee at least ten (10) days before the date of the meeting by the Secretary or by the person calling the meeting.

Section 8. There shall be an Executive Committee consisting of the Board members who are also officers of the Corporation, and such additional members designated by the Board, who shall have and exercise all of the authority of the Board of Directors in the management of the Corporation.

Section 9. Any action required or permitted to be taken at any meeting of the Board of Trustees, or of any committee thereof, may be taken without a meeting if prior to such action a written consent to such action is signed by all members of the Board, or such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

*In Writing
to Hawthorne
either
Secretary
or
President
?*

?

Section 10. Notice of any meeting, no matter where held, may be waived in writing by any Trustee if the waiver sets forth the place, date and hour, and in the case of a special meeting, the purpose or purposes for which the meeting is called. Attendance at any meeting shall constitute a waiver of notice of such meeting.

Section 11. A majority of the directors shall constitute a quorum for the transaction of business but, if at any meeting, there be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

ARTICLE V – Duties of Officers

Section 1. The officers of the Corporation shall consist of a Chairman, a Vice-Chairman, a Secretary and Treasurer and a Sergeant of Arms. The Board of Trustees, by resolution, may create and define the duties of other offices in the Corporation and may elect or appoint persons to fill such offices.

Section 2. **Chairman:** The Chairman shall be chosen from among the Trustees, shall preside at all meetings of the trustees, discharge all of the duties which devolve upon a presiding officer, and perform such other duties as the Board of Trustees may prescribe. He shall enforce a due observance of the By-Laws and Standing Rules and offer for consideration all motions regularly made.

Section 3. **Vice-Chairman.** The Vice-Chairman shall perform all duties incumbent upon the Chairman during the absence or disability of the Chairman and perform such other duties as the By-Laws may require or the Board of Trustees may prescribe. The Vice-Chairman shall perform such other duties as assigned by the Chairman.

Section 4. **Secretary:** The Secretary shall have the custody and care of the corporate seal, records and minutes of the Corporation. He shall attend all meetings of the members and of the Board of Trustees, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Trustees, when required. He shall attend to the giving and serving of all notices of the Corporation, shall file and take charge of all papers and documents belonging to the Corporation and shall perform such other duties as the By-Laws may require or the Board of Trustees may prescribe.

Section 5. **Treasurer:** The Treasures shall keep a full account of all monies received, prepare a budget for approval by the Board of Trustees and, disburse funds as authorized in the budget. He shall present a report at all annual and special meetings of the Board of Trustees.

Section 6. **Sargent of Arms:** The Sargent of Arms shall serve at the direction of the Chairman at all meetings of the Board of Trustees.

ARTICLE VI - Officers of the Corporation

Section 1. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any director, for the time being, provided a majority of the entire Board of Directors concurs therein.

Section 2. All officers of the Corporation shall be subject to removal at any time by a vote of the majority of the Board of Trustees.

Section 3. Any officer may resign at any time by giving written notice to the Board of Trustees, or to the Chairman or the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII - Indemnification of Officers

Section 1. The Corporation shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer, or employee of the Corporation, or for any corporation which he served as such at the request of the Corporation against the reasonable expenses, including attorneys fees actually and reasonably incurred by him in connection with the defense of such action, suit, or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, trustee or employee is liable for negligence or misconduct in the performance of his duties. The Corporation may also reimburse to any trustee, officer or employee the reasonable costs of settlement of any such action, suit or proceedings, if it shall be found by majority of the committee composed of the trustees not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such trustee, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such trustee, officer, or employee may be entitled apart from the provisions of this Article.

ARTICLE VIII - Corporate Books

Section 1. Except as otherwise provided by the laws of the State of Ohio, by the By-Laws of the Corporation, the books and records of the Corporation may be kept in such place or places within or without the State of Ohio as the Board of Directors may from time to time, by resolution determine.

ARTICLE IX - Contracts, Checks, Notes, Etc.

Section 1. All contracts and agreements authorized by the Board of Trustees, with the exception of loans to the Corporation, and all checks, bills of exchange and orders for the payment of money shall, unless otherwise directed by the Board of Trustees, or unless otherwise required by law, be signed by any two of the following officers who are different persons: President, Vice-President, Treasurer or Secretary. The Board of Trustees may, however, authorize any one of such officers to sign checks, drafts and orders for the payment of money singly and without necessity of counter-signature, and may designate employees of the Corporation, other than those named above, who may, in the name of the Corporation, execute drafts, checks and orders for the payment of money in its behalf. In regard to loans to the Corporation, unanimous consent and approval of the Board of Trustees will be required and the President, Vice-President, Treasurer and Secretary shall sign the agreement.

ARTICLE X – Revision of By-Laws

Section 1. The power to make, alter, amend or repeal these By-Laws is vested in the Board of Trustees, but the affirmative vote of a majority of the actual member of trustees elected and qualified, from time to time, shall be necessary to effect any alteration, amendment or repeal of these By-Laws.

ARTICLE XI - Non-Profit Operation

Section 1. The Corporation is organized exclusively as a non-profit corporation as the intended purposes are contained within the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, and its activities shall be conducted for the foregoing purposes, and in accordance with the Internal Revenue Code.

Section 2. In the event that the Corporation shall be dissolved, any assets available for the distribution shall be distributed to another not-for-profit corporation qualifying for such status under Section 501(c)(3) of the Internal Revenue Code.

~~ARTICLE XII~~